

**IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

-----X	:	
In re:	:	Chapter 11
	:	
MEMORIAL PRODUCTION	:	Case No. 17-_____ (____)
FINANCE CORPORATION	:	
	:	(Emergency Hearing Requested)
Debtor.	:	
	:	
Tax I.D. No. 46-2003356	:	
-----X	:	
In re:	:	Chapter 11
	:	
SAN PEDRO BAY	:	Case No. 17-_____ (____)
PIPELINE COMPANY	:	
	:	(Emergency Hearing Requested)
Debtor.	:	
	:	
Tax I.D. No. 77-0331234	:	
-----X	:	
In re:	:	Chapter 11
	:	
RISE ENERGY BETA, LLC	:	Case No. 17-_____ (____)
	:	
Debtor.	:	(Emergency Hearing Requested)
	:	
Tax I.D. No. N/A	:	
-----X	:	
In re:	:	Chapter 11
	:	
RISE ENERGY	:	Case No. 17-_____ (____)
MINERALS, LLC	:	
	:	(Emergency Hearing Requested)
Debtor.	:	
	:	
Tax I.D. No. N/A	:	
-----X	:	

-----X	:	
In re:	:	Chapter 11
	:	
RISE ENERGY	:	Case No. 17-_____ (___)
OPERATING, LLC	:	
	:	(Emergency Hearing Requested)
Debtor.	:	
	:	
Tax I.D. No. N/A	:	
-----X	:	
In re:	:	Chapter 11
	:	
BETA OPERATING	:	Case No. 17-_____ (___)
COMPANY, LLC	:	
	:	(Emergency Hearing Requested)
Debtor.	:	
	:	
Tax I.D. No. N/A	:	
-----X	:	
In re:	:	Chapter 11
	:	
COLUMBUS ENERGY, LLC	:	Case No. 17-_____ (___)
	:	
Debtor.	:	(Emergency Hearing Requested)
	:	
No Tax I.D. No. N/A	:	
-----X	:	
In re:	:	Chapter 11
	:	
WHT CARTHAGE LLC	:	Case No. 17-_____ (___)
	:	
Debtor.	:	(Emergency Hearing Requested)
	:	
Tax I.D. No. N/A	:	
-----X	:	

-----X	:	
In re:	:	Chapter 11
	:	
WHT ENERGY PARTNERS LLC	:	Case No. 17-_____ (___)
	:	
Debtor.	:	(Emergency Hearing Requested)
	:	
Tax I.D. No. N/A	:	
-----X	:	
In re:	:	Chapter 11
	:	
MEMORIAL ENERGY SERVICES LLC	:	Case No. 17-_____ (___)
	:	
Debtor.	:	(Emergency Hearing Requested)
	:	
Tax I.D. No. N/A	:	
-----X	:	
In re:	:	Chapter 11
	:	
MEMORIAL MIDSTREAM LLC	:	Case No. 17-_____ (___)
	:	
Debtor.	:	(Emergency Hearing Requested)
	:	
Tax I.D. No. N/A	:	
-----X	:	
In re:	:	Chapter 11
	:	
MEMORIAL PRODUCTION OPERATING LLC	:	Case No. 17-_____ (___)
	:	
Debtor.	:	(Emergency Hearing Requested)
	:	
Tax I.D. No. N/A	:	
-----X	:	

-----X	:	
In re:	:	Chapter 11
	:	
MEMP SERVICES LLC	:	Case No. 17-_____ (___)
	:	
Debtor.	:	(Emergency Hearing Requested)
	:	
Tax I.D. No. 38-4001887	:	
-----X	:	

In re:	:	Chapter 11
	:	
MEMORIAL PRODUCTION PARTNERS GP LLC	:	Case No. 17-_____ (___)
	:	
Debtor.	:	(Emergency Hearing Requested)
	:	
Tax I.D. No. N/A	:	
-----X	:	

In re:	:	Chapter 11
	:	
MEMORIAL PRODUCTION PARTNERS LP	:	Case No. 17-_____ (___)
	:	
Debtor.	:	(Emergency Hearing Requested)
	:	
Tax I.D. No. 90-0726667	:	
-----X	:	

**EMERGENCY MOTION OF DEBTORS
PURSUANT TO BANKRUPTCY RULE 1015(b) AND LOCAL RULE 1015-1
FOR ORDER DIRECTING JOINT ADMINISTRATION OF CHAPTER 11 CASES**

THIS MOTION SEEKS AN ORDER THAT MAY ADVERSELY AFFECT YOU. IF YOU OPPOSE THE MOTION, YOU SHOULD IMMEDIATELY CONTACT THE MOVING PARTY TO RESOLVE THE DISPUTE. IF YOU AND THE MOVING PARTY CANNOT AGREE, YOU MUST FILE A RESPONSE AND SEND A COPY TO THE MOVING PARTY. YOU MUST FILE AND SERVE YOUR RESPONSE WITHIN 21 DAYS OF THE DATE THIS WAS SERVED ON YOU. YOUR RESPONSE MUST STATE WHY THE MOTION SHOULD NOT BE GRANTED. IF YOU DO NOT FILE A TIMELY RESPONSE, THE RELIEF MAY BE GRANTED WITHOUT FURTHER NOTICE TO YOU. IF YOU OPPOSE THE MOTION AND HAVE NOT REACHED AN AGREEMENT, YOU MUST ATTEND THE HEARING. UNLESS THE PARTIES AGREE OTHERWISE, THE COURT MAY CONSIDER EVIDENCE AT THE HEARING AND MAY DECIDE THE MOTION AT THE HEARING.

REPRESENTED PARTIES SHOULD ACT THROUGH THEIR ATTORNEY.

EMERGENCY RELIEF HAS BEEN REQUESTED. IF THE COURT CONSIDERS THE MOTION ON AN EMERGENCY BASIS, THEN YOU WILL HAVE LESS THAN 21 DAYS TO ANSWER. IF YOU OBJECT TO THE REQUESTED RELIEF OR IF YOU BELIEVE THAT THE EMERGENCY CONSIDERATION IS NOT WARRANTED, YOU SHOULD FILE AN IMMEDIATE RESPONSE.

Memorial Production Partners LP (“**MEMP**”) and its debtor affiliates in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the “**Debtors**”), respectfully represent as follows in support of this motion (this “**Motion**”):

Relief Requested

1. Pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rule 1015-1 of the Bankruptcy Local Rules for the Southern District of Texas (the “**Local Rules**”), the Debtors request entry of an order directing consolidation of their chapter 11 cases for procedural purposes only.

2. A proposed form of order granting the relief requested herein is annexed hereto as **Exhibit A** (the “**Proposed Order**”).

Jurisdiction

3. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Order of Reference to Bankruptcy Judges*, General Order 2012-6 (S.D.

Tex. May 24, 2012) (Hinojosa, C.J.). This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Background

4. On the date hereof (the “**Petition Date**”), each of the Debtors commenced with this Court a voluntary case under chapter 11 of United States Bankruptcy Code (the “**Bankruptcy Code**”). The Debtors continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee, examiner, or statutory committee of creditors has been appointed in these chapter 11 cases.

5. Additional information regarding the circumstances leading to the commencement of these chapter 11 cases and information regarding the Debtors’ business and capital structure is set forth in the *Declaration of Robert L. Stillwell, Jr. in Support of the Debtors’ Chapter 11 Petitions and Related Requests for Relief* (the “**Stillwell Declaration**”), which has been filed contemporaneously herewith.

Basis for Relief Requested

6. Bankruptcy Rule 1015(b) provides, in relevant part, that “[i]f . . . two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates.” Under section 101(2) of the Bankruptcy Code, the term “affiliate” means:

(A) [an] entity that directly or indirectly owns, controls, or holds with power to vote, 20 percent or more of the outstanding voting securities of the debtor, other than an entity that holds such securities—

(i) in a fiduciary or agency capacity without sole discretionary power to vote such securities; or

(ii) solely to secure a debt, if such entity has not in fact exercised such power to vote;

(B) [a] corporation 20 percent or more of whose outstanding voting securities are directly or indirectly owned, controlled, or held with power to vote, by the debtor, or by an entity that directly or indirectly owns, controls, or holds with power to vote, 20 percent or more of the outstanding voting securities of the debtor, other than an entity that holds such securities—

(i) in a fiduciary or agency capacity without sole discretionary power to vote such securities; or

(ii) solely to secure a debt, if such entity has not in fact exercised such power to vote

In addition, Local Rule 1015-1 provides for the joint administration of related chapter 11 cases. Here, the Debtors are affiliates of one another because Debtor MEMP owns or controls, either directly or indirectly, 100% of the outstanding voting securities of each of the other Debtors. Accordingly, this Court is authorized to jointly administer these cases for procedural purposes.

7. Joint administration of these cases will save the Debtors and their estates substantial time and expense because it will remove the need to prepare, replicate, file, and serve duplicative notices, applications, and orders. Further, joint administration will relieve the Court from entering duplicative orders and maintaining duplicative files and dockets. The United States Trustee for the Southern District of Texas and other parties in interest will similarly benefit from joint administration of these chapter 11 cases, being spared the time and effort of reviewing duplicative dockets, pleadings, and papers.

8. Joint administration will not adversely affect creditors' rights because this Motion requests only the administrative consolidation of the estates for procedural purposes, and does not seek substantive consolidation. As such, each creditor will continue to hold its claim against a particular Debtor's estate after this Motion is approved.

9. The Debtors respectfully request that each of the Debtors' chapter 11 cases be administered under a consolidated caption, in the following form¹:

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	
	§	Chapter 11
	§	
MEMORIAL PRODUCTION PARTNERS LP, et al.,	§	Case No. 17-_____ (____)
	§	
Debtors.¹	§	(Jointly Administered)
	§	
	§	

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, as applicable, are: Memorial Production Partners LP (6667); Memorial Production Partners GP LLC; MEMP Services LLC (1887); Memorial Production Operating LLC; Memorial Production Finance Corporation (3356); WHT Energy Partners LLC; WHT Carthage LLC; Memorial Midstream LLC; Beta Operating Company, LLC; Columbus Energy, LLC; Rise Energy Operating, LLC; Rise Energy Minerals, LLC; Rise Energy Beta, LLC; San Pedro Bay Pipeline Company (1234); and Memorial Energy Services LLC. The Debtors' mailing address is 500 Dallas Street, Suite 1600, Houston, Texas 77002.

10. The Debtors also seek the Court's direction that a notation substantially similar to the following notation be entered on the docket in each Debtor's chapter 11 case (other than the chapter 11 case of MEMP) to reflect the joint administration of these cases:

An order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of []. The docket in Case No. 17-_____ () should be consulted for all matters affecting this case.

11. Based on the foregoing, the Debtors submit that the relief requested is necessary and appropriate, is in the best interests of their estates and creditors, and should be granted in all respects.

¹ The Debtors request a waiver of Local Rule 1015-1(b). Here, MEMP is the parent entity and best suited to serve as the lead debtor in these chapter 11 cases. However, as a limited partnership that serves as the sole general partner for certain of its subsidiaries, the filing of MEMP as the first debtor and lowest case number could unintentionally result in the dissolution of subsidiary debtor partnerships.

Notice

12. No trustee, examiner, or statutory committee of creditors has been appointed in these chapter 11 cases. Notice of this Motion has been provided to (i) the Office of the United States Trustee for the Southern District of Texas; (ii) the Debtors' 30 largest unsecured creditors on a consolidated basis; (iii) Wells Fargo Bank, National Association, as administrative agent (the "**Prepetition Agent**") under that certain *Credit Agreement*, dated as of December 14, 2011, as amended; (iv) Linklaters LLP, 1345 Avenue of the Americas, New York, New York 10105 (Attn: Margot Schonholtz, Esq. and Penelope Jensen, Esq.) as counsel to the Prepetition Agent; (v) Vinson & Elkins LLP, 2001 Ross Avenue, Suite 3700, Dallas, TX 75201 (Attn: Paul Heath, Esq. and Bradley Foxman, Esq.) as counsel to the Prepetition Agent; (vi) Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, NY 10017 (Attn: Brian Resnick, Esq. and Angela Libby, Esq.) as counsel to the ad hoc group of unsecured noteholders; (vii) Wilmington Trust, National Association, as successor trustee under (a) that certain *Indenture*, dated as of April 17, 2013, for the issuance of 7 5/8% Senior Notes due 2021, as amended and supplemented, and (b) that certain *Indenture*, dated as of July 17, 2014, for the issuance of 6 7/8% Senior Notes due 2022, as amended and supplemented; (viii) Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, New York 10038 (Attn: Erez E. Gilad, Esq.) as counsel to Wilmington Trust, National Association; (ix) the Securities and Exchange Commission; (x) the Internal Revenue Service; (xi) the United States Attorney's Office for the Southern District of Texas; and (xii) those persons who have formally appeared in these chapter 11 cases and requested service pursuant to Bankruptcy Rule 2002.

13. In addition to the foregoing, notice of this Motion and any order entered hereon will be served on all parties required by Local Rule 9013-1(d) (collectively, with the

parties listed in the preceding paragraph, the “**Notice Parties**”). Based on the urgency of the circumstances surrounding this Motion and the nature of the relief requested herein, the Debtors respectfully submit that no further notice is required.

WHEREFORE the Debtors respectfully request entry of the Proposed Order granting the relief requested herein and such other and further relief as the Court may deem just and appropriate.

Dated: January 16, 2017
Houston, Texas

/s/ Alfredo R. Pérez

WEIL, GOTSHAL & MANGES LLP

Alfredo R. Pérez (15776275)

700 Louisiana Street, Suite 1700

Houston, Texas 77002

Telephone: (713) 546-5000

Facsimile: (713) 224-9511

-and-

WEIL, GOTSHAL & MANGES LLP

Gary T. Holtzer (*pro hac vice* pending)

Joseph H. Smolinsky (*pro hac vice* pending)

767 Fifth Avenue

New York, New York 10153

Telephone: (212) 310-8000

Facsimile: (212) 310-8007

*Proposed Attorneys for the Debtors
and Debtors in Possession*

Certificate of Service

I hereby certify that a true and correct copy of the foregoing document was served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas, and will be served as set forth in the Affidavit of Service to be filed by the Debtors' proposed claims, noticing, and solicitation agent.

/s/ Alfredo R. Pérez
WEIL, GOTSHAL & MANGES LLP
Alfredo R. Pérez (15776275)
700 Louisiana Street, Suite 1700
Houston, Texas 77002
Telephone: (713) 546-5000
Facsimile: (713) 224-9511

Exhibit A

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

-----X	
In re:	:
	:
MEMORIAL PRODUCTION	:
FINANCE CORPORATION	:
	:
Debtor.	:
	:
Tax I.D. No. 46-2003356	:
-----X	
In re:	:
	:
SAN PEDRO BAY	:
PIPELINE COMPANY	:
	:
Debtor.	:
	:
Tax I.D. No. 77-0331234	:
-----X	
In re:	:
	:
RISE ENERGY BETA, LLC	:
	:
Debtor.	:
	:
Tax I.D. No. N/A	:
-----X	
In re:	:
	:
RISE ENERGY	:
MINERALS, LLC	:
	:
Debtor.	:
	:
Tax I.D. No. N/A	:
-----X	

-----X	:	
In re:	:	Chapter 11
	:	
RISE ENERGY	:	Case No. 17-_____ (____)
OPERATING, LLC	:	
	:	(Emergency Hearing Requested)
Debtor.	:	
	:	
Tax I.D. No. N/A	:	
-----X	:	
In re:	:	Chapter 11
	:	
BETA OPERATING	:	Case No. 17-_____ (____)
COMPANY, LLC	:	
	:	(Emergency Hearing Requested)
Debtor.	:	
	:	
Tax I.D. No. N/A	:	
-----X	:	
In re:	:	Chapter 11
	:	
COLUMBUS ENERGY, LLC	:	Case No. 17-_____ (____)
	:	
	:	(Emergency Hearing Requested)
Debtor.	:	
	:	
No Tax I.D. No. N/A	:	
-----X	:	
In re:	:	Chapter 11
	:	
WHT CARTHAGE LLC	:	Case No. 17-_____ (____)
	:	
	:	(Emergency Hearing Requested)
Debtor.	:	
	:	
Tax I.D. No. N/A	:	
-----X	:	

-----X	
In re:	:
	:
WHT ENERGY PARTNERS LLC	:
	:
Debtor.	:
	:
Tax I.D. No. N/A	:
-----X	
In re:	:
	:
MEMORIAL ENERGY SERVICES LLC	:
	:
Debtor.	:
	:
Tax I.D. No. N/A	:
-----X	
In re:	:
	:
MEMORIAL MIDSTREAM LLC	:
	:
Debtor.	:
	:
Tax I.D. No. N/A	:
-----X	
In re:	:
	:
MEMORIAL PRODUCTION OPERATING LLC	:
	:
Debtor.	:
	:
Tax I.D. No. N/A	:
-----X	

Chapter 11

Case No. 17-_____ (____)

(Emergency Hearing Requested)

Chapter 11

Case No. 17-_____ (____)

(Emergency Hearing Requested)

Chapter 11

Case No. 17-_____ (____)

(Emergency Hearing Requested)

Chapter 11

Case No. 17-_____ (____)

(Emergency Hearing Requested)

-----X	:	
	:	
In re:	:	Chapter 11
	:	
MEMP SERVICES LLC	:	Case No. 17-_____ (___)
	:	
Debtor.	:	(Emergency Hearing Requested)
	:	
Tax I.D. No. 38-4001887	:	
-----X	:	

	:	
In re:	:	Chapter 11
	:	
MEMORIAL PRODUCTION PARTNERS GP LLC	:	Case No. 17-_____ (___)
	:	
Debtor.	:	(Emergency Hearing Requested)
	:	
Tax I.D. No. N/A	:	
-----X	:	

	:	
In re:	:	Chapter 11
	:	
MEMORIAL PRODUCTION PARTNERS LP	:	Case No. 17-_____ (___)
	:	
Debtor.	:	(Emergency Hearing Requested)
	:	
Tax I.D. No. 90-0726667	:	
-----X	:	

**ORDER PURSUANT TO BANKRUPTCY RULE 1015(b) AND LOCAL
RULE 1015-1 DIRECTING JOINT ADMINISTRATION OF CHAPTER 11 CASES**

Upon the motion, dated January 16, 2017 (the “**Motion**”),¹ of Memorial Production Partners LP (“**MEMP**”) and its debtor affiliates, as debtors and debtors in possession (collectively, the “**Debtors**”), for an order directing joint administration of their chapter 11 cases pursuant to Bankruptcy Rule 1015(b) and Local Rule 1015-1, as more fully set forth in the

¹ All capitalized terms used, but not otherwise defined herein, shall have the meanings ascribed to them in the Motion.

Motion; and upon consideration of the Stillwell Declaration; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, and the *Order of Reference to Bankruptcy Judges*, General Order 2012-6 (S.D. Tex. May 24, 2012) (Hinojosa, C.J.); and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to the Notice Parties, and it appearing that no other or further notice need be provided; and the Court having reviewed the Motion; and the Court having held a hearing on the Motion on _____, 2017; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and it appearing that the relief requested in the Motion is in the best interests of the Debtors and their respective estates and creditors; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is granted.
2. Pursuant to Bankruptcy Rule 1015(b) and Local Rule 1015–1, the above-captioned chapter 11 cases are consolidated for procedural purposes only and shall be jointly administered by the Court under Case No. 17-_____ ().

Additionally, the following checked items are ordered:

- a. ☒ One disclosure statement and plan of reorganization may be filed for all cases by any plan proponent.
- b. ☒ Case No. 17-_____ shall be transferred to Judge _____, who has the case of Memorial Production Partners LP, Case No. 17-_____.

- c. ☒ Parties may request joint hearings on matters pending in any of the jointly administered cases.
- d. ☒ Other: See below.

3. Nothing contained in this Order shall be deemed or construed as directing or otherwise affecting the substantive consolidation of any of the above-captioned cases, the Debtors, or the Debtors' estates. The caption of the jointly administered cases should read as follows:

IN THE UNITED STATES BANKRUPTCY COURT	
FOR THE SOUTHERN DISTRICT OF TEXAS	
HOUSTON DIVISION	
In re:	§
	§
	§
MEMORIAL PRODUCTION	§
PARTNERS LP, et al.,	§
Debtors.¹	§
	§
	§

Chapter 11

Case No. 17-_____ (____)

(Jointly Administered)

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, as applicable, are: Memorial Production Partners LP (6667); Memorial Production Partners GP LLC; MEMP Services LLC (1887); Memorial Production Operating LLC; Memorial Production Finance Corporation (3356); WHT Energy Partners LLC; WHT Carthage LLC; Memorial Midstream LLC; Beta Operating Company, LLC; Columbus Energy, LLC; Rise Energy Operating, LLC; Rise Energy Minerals, LLC; Rise Energy Beta, LLC; San Pedro Bay Pipeline Company (1234); and Memorial Energy Services LLC. The Debtors' mailing address is 500 Dallas Street, Suite 1600, Houston, Texas 77002.

4. The foregoing caption satisfies the requirements set forth in section 342(c)(1) of the Bankruptcy Code.

5. A docket entry shall be made in each of the above-captioned cases (except the chapter 11 case of MEMP) substantially as follows:

An order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of MEMP; The docket in Case No. 17-_____ () should be consulted for all matters affecting this case.

6. The Debtors shall maintain, and the Clerk of the United States Bankruptcy Court for the Southern District of Texas shall keep, one consolidated docket, one file, and one consolidated service list for these chapter 11 cases.

7. The Debtors are authorized to take all steps necessary or appropriate to carry out this Order.

8. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Dated: _____, 2017
Houston, Texas

UNITED STATES BANKRUPTCY JUDGE